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**RECEIVED**

DEC 23 2005

Federal Communications Commission  
Office of Secretary

December 22, 2005

**VIA ELECTRONIC FILING**

**REDACTED – FOR PUBLIC INSPECTION**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

**Re: Response to Information and Document Request of December 5, 2005 and  
Submission of Confidential and Highly Confidential Documents Under Seal  
Pursuant to Protective Order (DA 05-1673) and Second Protective Order  
(DA 05-3226) Issued in MB Docket No. 05-192**

Dear Ms. Dortch:

On Monday, December 19, 2005, Time Warner Inc. ("Time Warner") filed its initial response (the "Initial Response") to the December 5, 2005 letter from Donna C. Gregg, Media Bureau Chief, transmitting a request for certain information and documents (the "Information and Document Request") related to the transactions involving Time Warner, Comcast Corporation ("Comcast"), and Adelphia Communications Corporation ("Adelphia") that are the subject of the Consolidated Application for Authority to Transfer Control in MB Docket No. 05-192.

As indicated in the Initial Response, certain information and documents to be produced by Time Warner in response to the Information and Document Request include highly confidential information for which Time Warner submitted a request for expanded confidentiality protection jointly with Adelphia and Comcast. As such, the Initial Response included only certain exhibits for which confidentiality had not been requested and which had been completed to date. Time Warner indicated it would supplement its Initial Response on a rolling basis as specific exhibits and document productions were completed and after the request for higher level confidentiality had been addressed.

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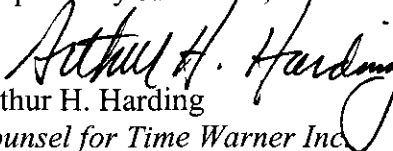
On December 21, 2005, the Commission adopted a Second Protective Order<sup>1</sup> (the "Second Protective Order") in this proceeding affording enhanced protection to the highly confidential information to be submitted in response to the Information and Document Request.

Transmitted herewith is the redacted version of Exhibits and Document Sets containing highly confidential information responsive to the Information and Document Request that are entitled to additional protection under the Second Protective Order. In addition, transmitted herewith, pursuant to the Initial Protective Order<sup>2</sup> adopted in this proceeding (the "Initial Protective Order"), is the redacted version of Exhibits and Document Sets containing confidential information supplementing the Initial Response (the confidential and highly confidential submissions collectively the "Confidential Filing.") This filing includes Exhibits I(A)(1)-(6), II(B)(1)-(2), II(C)(1)-(2), III(A), III(B), III(C), III(E)(1)-(2) and III(F)(1)-(2), and Document Sets C-E, as referenced in Time Warner's Initial Response. Certain Exhibits and Document Sets are not included with this filing, however, as Time Warner continues to retrieve and review materials responsive to the Information and Document Request.

The redacted version of this submission is being provided to FCC staff pursuant to the terms of the Initial and Second Protective Orders. In addition, pursuant to the Initial Protective Order and Second Protective Order, Time Warner is submitting copies of the unredacted, confidential and highly confidential version of its Exhibits and Document Sets (the "Confidential Filing") to Julie Salovaara and Brenda Lewis, Industry Analysis Division, Media Bureau. The Confidential Filing will be made available for inspection, pursuant to the terms of the Initial and Second Protective Orders, at the offices of Fleischman and Walsh, L.L.P. at the address above. Arrangements for inspection may be made by contacting Craig A. Gilley at (202) 939-7900.

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,

  
Arthur H. Harding  
Counsel for Time Warner Inc.

cc: Best Copy and Printing, Inc.

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<sup>1</sup> Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (Subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Second Protective Order, DA 05-3226 (rel. Dec. 21, 2005).

<sup>2</sup> Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors, to Time Warner Cable Inc. (Subsidiaries), Assignees; Adelphia Communications Corporation (and subsidiaries, debtors-in-possession), Assignors and Transferors, to Comcast Corporation (subsidiaries), Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order Adopting Protective Order, DA 05-1673 (rel. June 16, 2005).

Ms. Marlene H. Dortch, Secretary

December 22, 2005

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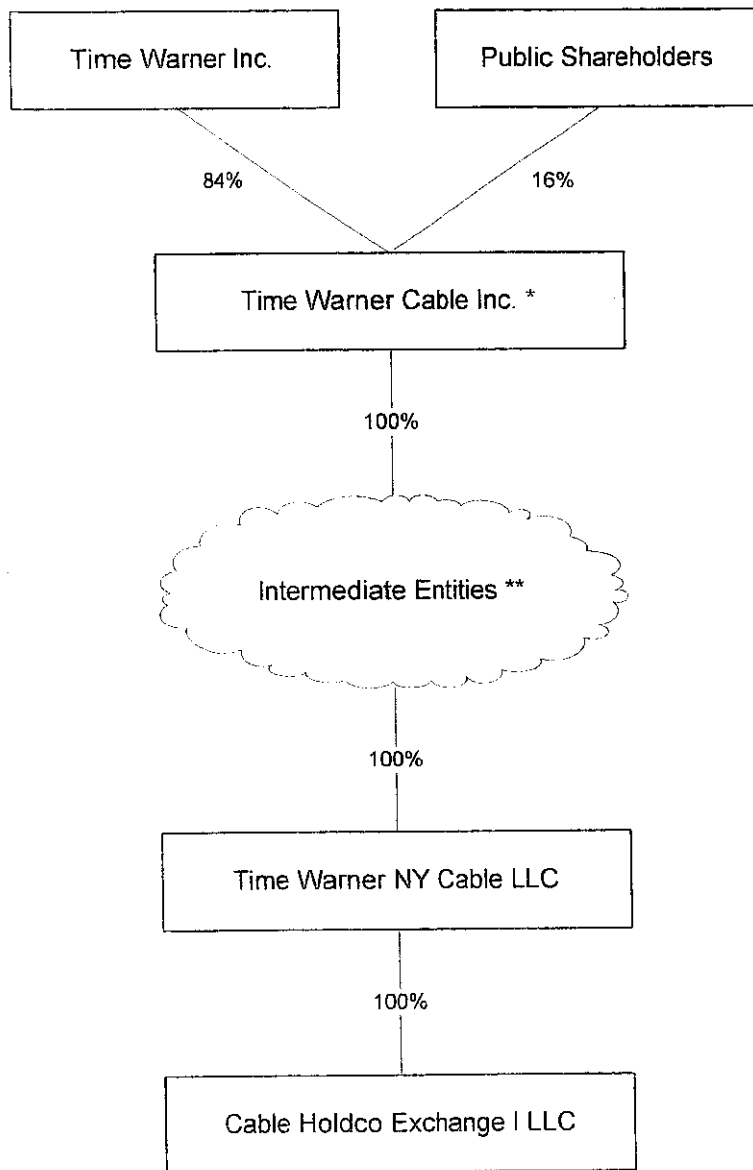
Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
Julie Salovaara  
Brenda Lewis  
Wayne McKee  
Jim Bird  
Jeff Tobias  
JoAnn Lucanik  
Kimberly Jackson  
Neil Dellar  
Ann Bushmiller

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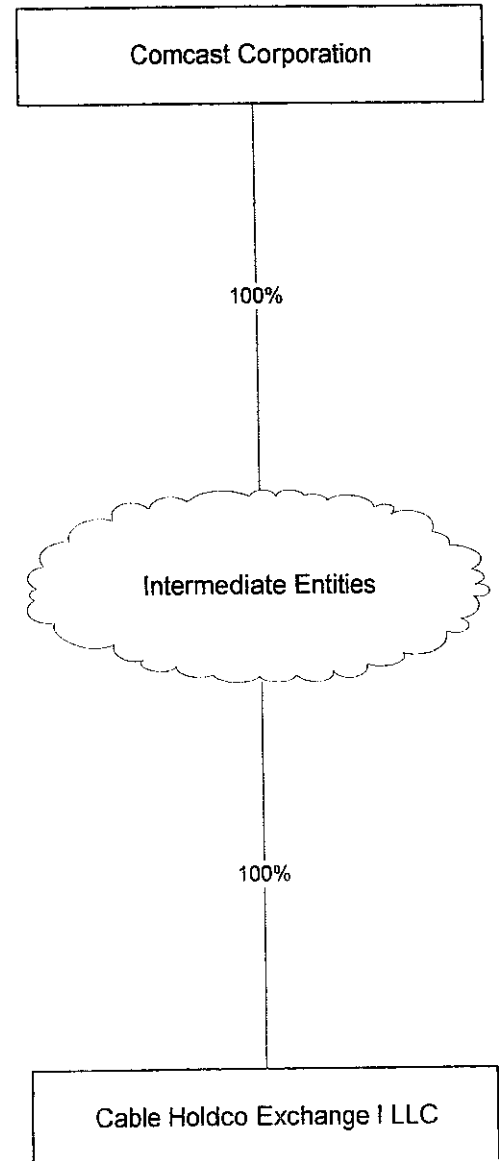
# **EXHIBIT I(A)(1)**

# Exchange Transaction Cable Holdco Exchange I LLC

Before



After



\* Upon contemporaneous redemption of Comcast interests held in FCC-mandated trust.

\*\* A minority non-voting equity interest in an intermediate subsidiary is held by an entity under common control with Time Warner Cable Inc.

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Colorado Springs, City of, CO	CO
El Paso, County of, CO	CO
Fountain, City of, CO	CO
Green Mountain Falls, Town of, CO	CO
Las Animas, County of, CO	CO
Manitou Springs, City of, CO	CO
Monument, Town of, CO	CO
Palmer Lake, Town of, CO	CO
Peterson Air Force Base, CO	CO
Trinidad, City of, CO	CO
United States Air Force Academy, CO	CO
Abington, Township of, PA	PA
Adams, Township of, PA (Cambria Co.)	PA
Alexandria, Borough of, PA	PA
Allegheny, Township of, PA (Cambria Co.)	PA
Allegheny, Township of, PA (Somerset Co.)	PA
Allegheny, Township of, PA (Westmoreland Co.)	PA
Allison, Township of, PA	PA
Alum Bank, Borough of, PA (a/k/a Pleasantville)	PA
Applewold, Borough of, PA	PA
Archbald, Borough of, PA	PA
Arendtsville, Borough of, PA	PA
Armagh, Borough of, PA	PA
Armstrong, Township of, PA	PA
Ashville, Borough of, PA	PA
Asylum, Township of, PA	PA
Avoca, Borough of, PA	PA
Bald Eagle, Township of, PA	PA
Banks, Township of, PA	PA
Barr, Township of, PA	PA
Beaver, Borough of, PA	PA
Beaver, Township of, PA	PA
Beccaria, Township of, PA	PA
Beccaria, Township of, PA	PA
Bedford, Borough of, PA	PA
Bedford, Township of, PA	PA
Bell, Township of, PA (Clearfield Co.)	PA
Bell, Township of, PA (Jefferson Co.)	PA
Bellefonte, Borough of, PA	PA
Bendersville, Borough of, PA	PA
Benner, Township of, PA	PA
Benton, Township of, PA	PA
Berlin, Borough of, PA	PA
Berrysburg, Borough of, PA	PA
Berwick, Township of, PA	PA
Bethel Park, Borough of, PA	PA
Big Run, Borough of, PA	PA
Bigler, Township of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Biglerville, Borough of, PA	PA
Black Lick, Twip of, PA (Chelsea) (Indiana Co.)	PA
Black, Township of, PA	PA
Blacklick, Township of, PA (Cambria Co. - Robinson)	PA
Blakely, Borough of, PA	PA
Boggs, Township of, PA (Centre Co.)	PA
Boggs, Township of, PA (Clearfield Co.)	PA
Bonneauville, Borough of, PA	PA
Boswell, Borough of, PA	PA
Brady, Township of, PA (Huntingdon Co.)	PA
Bridgewater, Borough of, PA	PA
Brighton, Township of, PA	PA
Brisbin, Borough of, PA	PA
Broad Top City, Borough of, PA	PA
Broad Top, Township of, PA	PA
Brookville, Borough of, PA	PA
Brothersvalley, Township of, PA	PA
Buffington, Township of, PA	PA
Burnham, Borough of, PA	PA
Burnside, Borough of, PA	PA
Burnside, Township of, PA	PA
Butler, Township of, PA	PA
Cadogan, Township of, PA	PA
Cambria, Township of, PA	PA
Canoe, Township of, PA	PA
Carbon, Township of, PA	PA
Carroll Valley, Borough of, PA	PA
Carroll, Township of, PA	PA
Carrolltown, Borough of, PA	PA
Cassandra, Borough of, PA	PA
Casselman, Borough of, PA	PA
Castanea, Township of, PA	PA
Catherine, Township of, PA	PA
Center, Township of, PA (Indiana Co. - Chelsea)	PA
Central City, Borough of, PA	PA
Centre Hall, Borough of, PA	PA
Cherry Hill, Township of, PA	PA
Cherry Hill, Township of, PA	PA
Cherry Tree, Borough of, PA	PA
Chester Hill, Borough of, PA	PA
Clarion, Borough of, PA	PA
Clarion, Township of, PA	PA
Clarks Green, Borough of, PA	PA
Clarks Summit, Borough of, PA	PA
Clearfield, Township of, PA (Cambria Co. - Carrolltown Headend)	PA
Clearfield, Township of, PA (Cambria Co. - Coalport Headend)	PA
Clearfield, Township of, PA (Clearfield Co.)	PA
Clinton, Township of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Clover, Township of, PA	PA
Clymer, Borough of, PA	PA
Coaldale, Borough of, PA	PA
Coalmont, Borough of, PA	PA
Coalport, Borough of, PA	PA
Codorus, Township of, PA	PA
Colebrook, Township of, PA	PA
Colerain, Township of, PA	PA
College, Township of, PA	PA
Conemaugh, Township of, PA	PA
Confluence, Borough of, PA	PA
Complanter, Township of, PA	PA
Corsica, Borough of, PA	PA
Covington, Township of, PA	PA
Cranberry, Township of, PA	PA
Creekside, Borough of, PA	PA
Cresson, Borough of, PA	PA
Cresson, Township of, PA	PA
Croyle, Township of, PA (Blairsville Headend)	PA
Croyle, Township of, PA (South Fork Headend)	PA
Cumberland, Township of, PA	PA
Dallas, Borough of, PA	PA
Dallas, Township of, PA	PA
Dalton, Borough of, PA	PA
Dean, Township of, PA (Coalport Headend)	PA
Dean, Township of, PA (Cresson Headend)	PA
Decatur, Township of, PA	PA
Delmont, Borough of, PA	PA
Derry, Township of, PA (Mifflin Co.)	PA
Dickson City, Borough of, PA	PA
Dillsburg, Borough of, PA	PA
Dover, Township of, PA	PA
Dravosburg, Borough of, PA	PA
Dubois, City of, PA	PA
Dudley, Borough of, PA	PA
Dunmore, Borough of, PA	PA
Dunnstable, Township of, PA	PA
Dupont, Borough of, PA	PA
Duryea, Borough of, PA	PA
East Berlin, Borough of, PA	PA
East Carroll, Township of, PA	PA
East Conemaugh, Borough of, PA	PA
East Franklin, Township of, PA	PA
East Providence, Township of, PA	PA
East Rochester, Borough of, PA	PA
East St. Clair, Township of, PA	PA
East Wheatfield, Township of, PA	PA
Ebensburg, Borough of, PA	PA



**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b><u>Community</u></b>	<b><u>State</u></b>
Edwardsville, Borough of, PA	PA
Ehrenfeld, Borough of, PA	PA
Elder, Township of, PA	PA
Eldred, Township of, PA (Jefferson Co.)	PA
Eldred, Township of, PA (McKean Co. - Smethport Headend)	PA
Elizabethville, Borough of, PA	PA
Elmhurst, Township of, PA	PA
Emlenton, Borough of, PA	PA
Ernest, Borough of, PA	PA
Everett, Borough of, PA	PA
Exeter, Borough of, PA	PA
Exeter, Township of, PA (Luzerne Co.)	PA
Exeter, Township of, PA (Wyoming Co.)	PA
Export, Borough of, PA	PA
Factoryville, Borough of, PA	PA
Fairfield, Borough of, PA	PA
Fairfield, Township of, PA	PA
Falls Creek, Borough of, PA	PA
Ferguson, Township of, PA	PA
Finleyville, Borough of, PA	PA
Flemington, Borough of, PA	PA
Ford City, Borough of, PA	PA
Ford Cliff, Borough of, PA	PA
Forty Fort, Borough of, PA	PA
Foster, Township of, PA	PA
Foxburg, Borough of, PA	PA
Franklin, Township of, PA (Adams Co.)	PA
Franklin, Township of, PA (Huntingdon Co.)	PA
Franklin, Township of, PA (Luzerne Co.)	PA
Franklin, Township of, PA (York Co.)	PA
Franklintown, Borough of, PA	PA
Freedom, Borough of, PA	PA
Freedom, Township of, PA	PA
Freeport, Borough of, PA	PA
Gallitzin, Borough of, PA	PA
Gallitzin, Township of, PA	PA
Garrett, Borough of, PA	PA
Gaskill, Township of, PA	PA
Georgetown, Borough of, PA	PA
Germany, Township of, PA	PA
Gettysburg, Borough of, PA	PA
Glen Campbell, Borough of, PA	PA
Glen Hope, Borough of, PA	PA
Glen Rock, Borough of, PA	PA
Glenburn, Township of, PA	PA
Granville, Township of, PA	PA
Gratz, Borough of, PA	PA
Green, Township of, PA (Indiana Co.)	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Greene, Township of, PA (Beaver Co.)	PA
Gulich, Township of, PA	PA
Halfmoon, Township of, PA	PA
Hamilton, Township of, PA	PA
Hamiltonban, Township of, PA	PA
Hamlin, Township of, PA	PA
Hanover, Township of, PA	PA
Harris, Township of, PA	PA
Harrison, Twp of, PA	PA
Harvey's Lake, Borough of, PA	PA
Hastings, Borough of, PA	PA
Hawthorne, Borough of, PA	PA
Hegins, Township of, PA	PA
Henderson, Township of, PA (Huntingdon Co.)	PA
Henderson, Township of, PA (Jefferson Co.)	PA
Henry Clay, Township of, PA	PA
Hickory, Township of, PA	PA
Highland, Township of, PA	PA
Highland, Township of, PA (Elk Co.)	PA
Homestead, Borough of, PA	PA
Hookstown, Borough of, PA	PA
Hooversville, Borough of, PA	PA
Hopewell, Borough of, PA (Bedford Co. - UCA)	PA
Hopewell, Township of, PA (Bedford Co. - ACPA)	PA
Hopewell, Township of, PA (Beaver Co. - Three Rivers)	PA
Hopewell, Township of, PA (Bedford Co. - UCA)	PA
Hopewell, Township of, PA (Huntingdon Co. - UCA)	PA
Horton, Township of, PA	PA
Houtzdale, Borough of, PA	PA
Hovey, Township of, PA	PA
Howard, Borough of, PA	PA
Howard, Township of, PA	PA
Hubley, Township of, PA	PA
Hughestown, Borough of, PA	PA
Huntingdon, Borough of, PA	PA
Huntington, Township of, PA	PA
Hyndman, Borough of, PA	PA
Independence, Township of, PA	PA
Indian Lake, Borough of, PA	PA
Indiana, Borough of, PA	PA
Irvona, Borough of, PA	PA
Jackson, Township of, PA (Cambria Co.)	PA
Jackson, Township of, PA (York Co.)	PA
Jefferson, Borough of, PA	PA
Jefferson, Township of, PA	PA
Jenkins, Township of, PA	PA
Jenner, Township of, PA	PA
Jennerstown, Borough of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Jessup, Borough of, PA	PA
Juniata Terrace, Borough of, PA	PA
Juniata, Township of, PA	PA
Kane, Borough of, PA	PA
Keating, Township of, PA	PA
Kingston, Township of, PA	PA
Kistler, Borough of, PA	PA
Kittanning, Borough of, PA	PA
Kittanning, Township of, PA	PA
Knox, Township of, PA (Jefferson Co. - Brookville Headend)	PA
Knox, Township of, PA (Jefferson Co. - Punxsutawney Headend)	PA
Laflin, Borough of, PA	PA
LaPlume, Township of, PA	PA
Latimore, Township of, PA	PA
Lehman, Township of, PA	PA
Lewistown, Borough of, PA	PA
Liberty, Township of, PA (Adams Co.)	PA
Liberty, Township of, PA (Bedford Co.)	PA
Lilly, Borough of, PA	PA
Limestone, Township of, PA	PA
Lincoln, Township of, PA (Bedford Co.)	PA
Lincoln, Township of, PA (Huntingdon Co.)	PA
Lincoln, Township of, PA (Somerset Co.)	PA
Littlestown, Borough of, PA	PA
Lock Haven, City of, PA	PA
Logan, Township of, PA	PA
Londonderry, Township of, PA	PA
Loretto, Borough of, PA	PA
Lower Turkeyfoot, Township of, PA	PA
Loyalhanna, Township of, PA	PA
Luzerne, Borough of, PA	PA
Lykens, Borough of, PA	PA
Lykens, Township of, PA	PA
Madison, Township of, PA (Clarion Co.)	PA
Madison, Township of, PA (Lackawanna Co.)	PA
Mahaffey, Borough of, PA	PA
Mahoning, Township of, PA (Armstrong Co.)	PA
Mahoning, Township of, PA (Lawrence Co.)	PA
Manheim, Township of, PA	PA
Manns Choice, Borough of, PA	PA
Manor, Township of, PA	PA
Manorville, Borough of, PA	PA
Marion Center, Borough of, PA	PA
Marion, Township of, PA	PA
Marklesburg, Borough of, PA (Huntingdon Co)	PA
Markleysburg, Borough of, PA (Fayette Co)	PA
McCalmont, Township of, PA	PA
McSherrystown, Borough of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Menallen, Township of, PA	PA
Meyersdale, Borough of, PA	PA
Midway, Borough of, PA	PA
Mifflin, Township of, PA	PA
Milesburg, Borough of, PA	PA
Milford, Township of, PA (Rockwood Headend)	PA
Milford, Township of, PA (Somerset Headend)	PA
Mill Creek, Borough of, PA	PA
Miller, Township of, PA	PA
Monaca, Borough of, PA	PA
Monaghan, Township of, PA	PA
Monroe, Borough of, PA (Bradford Co.)	PA
Monroe, Township of, PA (Bradford Co.)	PA
Monroe, Township of, PA (Clarion Co.)	PA
Monroe, Township of, PA (Cumberland Co.)	PA
Monroeton, Borough of, PA (Bradford Co.)	PA
Montgomery, Township of, PA (Blairsville Headend)	PA
Montgomery, Township of, PA (Carrolltown Headend)	PA
Moosic, Borough of, PA	PA
Morris, Township of, PA (Clearfield Co.)	PA
Morris, Township of, PA (Huntingdon Co.)	PA
Moscow, Borough of, PA	PA
Mount Jewett, Borough of, PA	PA
Mount Joy, Township of, PA	PA
Mount Lebanon, Township of, PA	PA
Mount Oliver, Borough of, PA	PA
Mount Pleasant, Township of, PA (Adams Co.)	PA
Mount Pleasant, Township of, PA (Washington Co.)	PA
Mt. Union, Borough of, PA	PA
Munhall, Borough of, PA	PA
Murrysville, Municipality of, PA	PA
Nanticoke, City of, PA	PA
Nanty Glo, Borough of, PA	PA
Napier, Township of, PA	PA
Needmore, Township of, PA	PA
Neshannock, Township of, PA	PA
New Bethlehem, Borough of, PA	PA
New Castle, City of, PA	PA
New Florence, Borough of, PA	PA
New Freedom, Borough of, PA	PA
New Oxford, Borough of, PA	PA
New Paris, Borough of, PA	PA
New Salem, Borough of, PA	PA
Newton Hamilton, Borough of, PA	PA
Newton, Township of, PA	PA
Nicholson, Borough of, PA	PA
Nicholson, Township of, PA	PA
North Abington, Township of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
North Buffalo, Township of, PA	PA
North Codorus, Township of, PA	PA
North Towanda, Township of, PA	PA
Northern Cambria, Borough of, PA	PA
Northmoreland, Township of, PA	PA
Nottingham, Township of, PA	PA
Oak Ridge, Village of, PA	PA
Oakland, Township of, PA	PA
Ogle, Township of, PA	PA
Ohiopyle, Borough of, PA	PA
Oil City, City of, PA	PA
Old Forge, Borough of, PA	PA
Oliver, Township of, PA	PA
Olyphant, Borough of, PA	PA
Oneida, Township of, PA	PA
Osceola Mills, Borough of, PA	PA
Otto, Township of, PA	PA
Oxford, Township of, PA	PA
Paint, Borough of, PA	PA
Paint, Township of, PA (Adams Headend)	PA
Paint, Township of, PA (Central City Headend)	PA
Paradise, Township of, PA	PA
Parker, City of, PA	PA
Parker, Township of, PA	PA
Patton, Borough of, PA	PA
Patton, Township of, PA	PA
Penn, Township of, PA (Huntingdon Co.)	PA
Penn, Township of, PA (Westmoreland Co.)	PA
Perry, Township of, PA (Clarion Co.)	PA
Perry, Township, PA (Jefferson Co.)	PA
Peters, Township of, PA	PA
Petersburg, Borough of, PA	PA
Philipsburg, Borough of, PA	PA
Pillow, Borough of, PA	PA
Pine, Township of, PA (Indiana Co. - Chelsea)	PA
Pine, Township of, PA (Indiana Co. - Robinson/Plum)	PA
Pinecreek, Township of, PA (Jefferson Co - Punxsutawney, PA Headend)	PA
Pinecreek, Township of, PA (Jefferson Co. - Brookville Headend)	PA
Piney, Township of, PA	PA
Pittston, City of, PA	PA
Pittston, Township of, PA	PA
Plain Grove, Township of, PA	PA
Plains, Township of, PA	PA
Pleasant Hills, Borough of, PA	PA
Plum, Borough of, PA	PA
Plymouth, Borough of, PA	PA
Port Matilda, Borough of, PA	PA
Portage, Borough of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Portage, Township of, PA (Cambria Co.)	PA
Porter, Township of, PA (Clarion Co.)	PA
Porter, Township of, PA (Huntingdon Co.)	PA
Porter, Township of, PA (Schuylkill Co.)	PA
Potter, Township of, PA (Beaver Co.)	PA
Potter, Township of, PA (Centre Co.)	PA
Punxsutawney, Borough of, PA	PA
Quemahoning, Township of, PA	PA
Raccoon, Township of, PA	PA
Railroad, Borough of, PA	PA
Rainsburg, Borough of, PA	PA
Ramey, Borough of, PA	PA
Ransom, Township of, PA	PA
Rayburn, Township of, PA	PA
Rayne, Township of, PA	PA
Reade, Township of, PA	PA
Reading, Township of, PA	PA
Redbank, Township of, PA (Armstrong Co.)	PA
Redbank, Township of, PA (Clarion Co.)	PA
Reynoldsville, Borough of, PA	PA
Richland, Township of, PA (Clarion Co.)	PA
Richland, Township of, PA (Venango Co.)	PA
Ridgway, Borough of, PA	PA
Ridgway, Township of, PA	PA
Rimersburg, Borough of, PA	PA
Ringgold, Township of, PA	PA
Roaring Brook, Township of, PA	PA
Robinson, Township of, PA (Allegheny Co.)	PA
Robinson, Township of, PA (Washington Co.)	PA
Rochester, Borough of, PA	PA
Rochester, Township of, PA	PA
Rockwood, Borough of, PA	PA
Rose, Township of, PA (Brookville Headend)	PA
Rose, Township of, PA (Punxsutawney Headend)	PA
Rostraver, Township of, PA	PA
Rouseville, Borough of, PA	PA
Rush, Township of, PA (Centre Co.)	PA
Rush, Township of, PA (Schuylkill Co.)	PA
Salem, Township of, PA	PA
Sankertown, Borough of, PA	PA
Saxton, Borough of, PA	PA
Scalp Level, Borough of, PA	PA
Schellsburg, Borough of, PA	PA
Scott, Township of, PA (Abington COG) (Lackawanna Co.)	PA
Scott, Township of, PA (Lawrence Co.)	PA
Scranton, City of, PA	PA
Seven Valleys, Borough of, PA	PA
Seward, Borough of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Sewickley, Township of, PA	PA
Shade, Township of, PA	PA
Shanksville, Borough of, PA	PA
Shenango, Township of, PA (Lawrence Co.)	PA
Shirley, Township of, PA	PA
Shirleysburg, Borough of, PA	PA
Shrewsbury, Borough of, PA	PA
Shrewsbury, Township of, PA	PA
Sligo, Borough of, PA	PA
Smethport, Borough of, PA	PA
Smith, Township of, PA	PA
Smithfield, Township of, PA	PA
Snake Spring, Township of, PA	PA
Snyder, Township of, PA (Blair Co.)	PA
Snyder, Township of, PA (Jefferson Co.)	PA
Somerset, Borough of, PA	PA
Somerset, Township of, PA	PA
South Abington, Township of, PA	PA
South Bethlehem, Borough of, PA	PA
South Buffalo, Township of, PA	PA
South Fork, Borough of, PA	PA
South Huntingdon, Township of, PA	PA
South New Castle, Borough of, PA	PA
South Philipsburg, Borough of, PA	PA
Spring Brook, Township of, PA	PA
Spring Grove, Borough of, PA	PA
Spring, Township of, PA	PA
Springfield, Township of, PA (York Co.)	PA
St. Clair, Township of, PA	PA
St. Petersburg, Borough of, PA	PA
State College, Borough of, PA	PA
Stoneycreek, Township of, PA	PA
Stoystown, Borough of, PA	PA
Straban, Township of, PA	PA
Strattanville, Borough of, PA	PA
Sugarcreek, Borough of, PA	PA
Summerhill, Borough of, PA (South Fork Headend)	PA
Summerhill, Township of, PA (Blairsville Headend)	PA
Summerhill, Township of, PA (South Fork Headend)	PA
Summerville, Borough of, PA	PA
Summit, Township of, PA (Somerset Co.)	PA
Susquehanna, Township of, PA	PA
Sutersville, Borough of, PA	PA
Swoyersville, Borough of, PA	PA
Sykesville, Borough of, PA	PA
Taylor, Borough of, PA	PA
Taylor, Township of, PA	PA
Throop, Borough of, PA	PA

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Timblin, Borough of, PA	PA
Toby, Township of, PA	PA
Todd, Township of, PA	PA
Towanda, Borough of, PA	PA
Towanda, Township of, PA	PA
Tower City, Borough of, PA	PA
Tunnelhill, Borough of, PA	PA
Tyrone, Borough of, PA	PA
Tyrone, Township of, PA	PA
Union, Township of, PA (Adams Co.)	PA
Union, Township of, PA (Jefferson Co.)	PA
Union, Township of, PA (Lawrence Co.)	PA
Union, Township of, PA (Washington Co.)	PA
Union, Township of, PA (Huntingdon Co.)	PA
Upper Burrell, Township of, PA	PA
Upper Mahantongo, Township of, PA	PA
Upper Paxton, Township of, PA	PA
Upper St. Clair, Township of, PA	PA
Upper Turkey Foot, Township of, PA	PA
Ursina, Borough of, PA	PA
Valley, Township of, PA	PA
Vanport, Township of, PA	PA
Vintondale, Borough of, PA	PA
Walker, Township of, PA	PA
Warfordsburg, Township of, PA	PA
Warrington, Towhship of, PA	PA
Washington, Township of, PA (Cambria Co. - Blairsville Headend)	PA
Washington, Township of, PA (Cambria Co. - Cresson Headend)	PA
Washington, Township of, PA (Dauphin Co.)	PA
Washington, Township of, PA (Lawrence Co.)	PA
Washington, Township of, PA (Westmoreland Co. - Chelsea)	PA
Washington, Township of, PA (Westmoreland Co. - Robinson/Plum)	PA
Washington, Township of, PA (York Co.)	PA
Wayne, Township of, PA (Lawrence Co.)	PA
Wayne, Township of, PA (Mifflin Co.)	PA
Wells, Township of, PA	PA
West Carroll, Township of, PA	PA
West Franklin, Township of, PA	PA
West Homestead, Borough of, PA	PA
West Kittanning, Borough of, PA	PA
West Manheim, Township of, PA	PA
West Mifflin, Borough of, PA	PA
West Newton, Borough of, PA	PA
West Pittston, Borough of, PA	PA
West Providence, Township of, PA	PA
West St. Clair, Township of, PA	PA
West Wheatfield, Township of, PA	PA
West Wyoming, Borough of, PA	PA

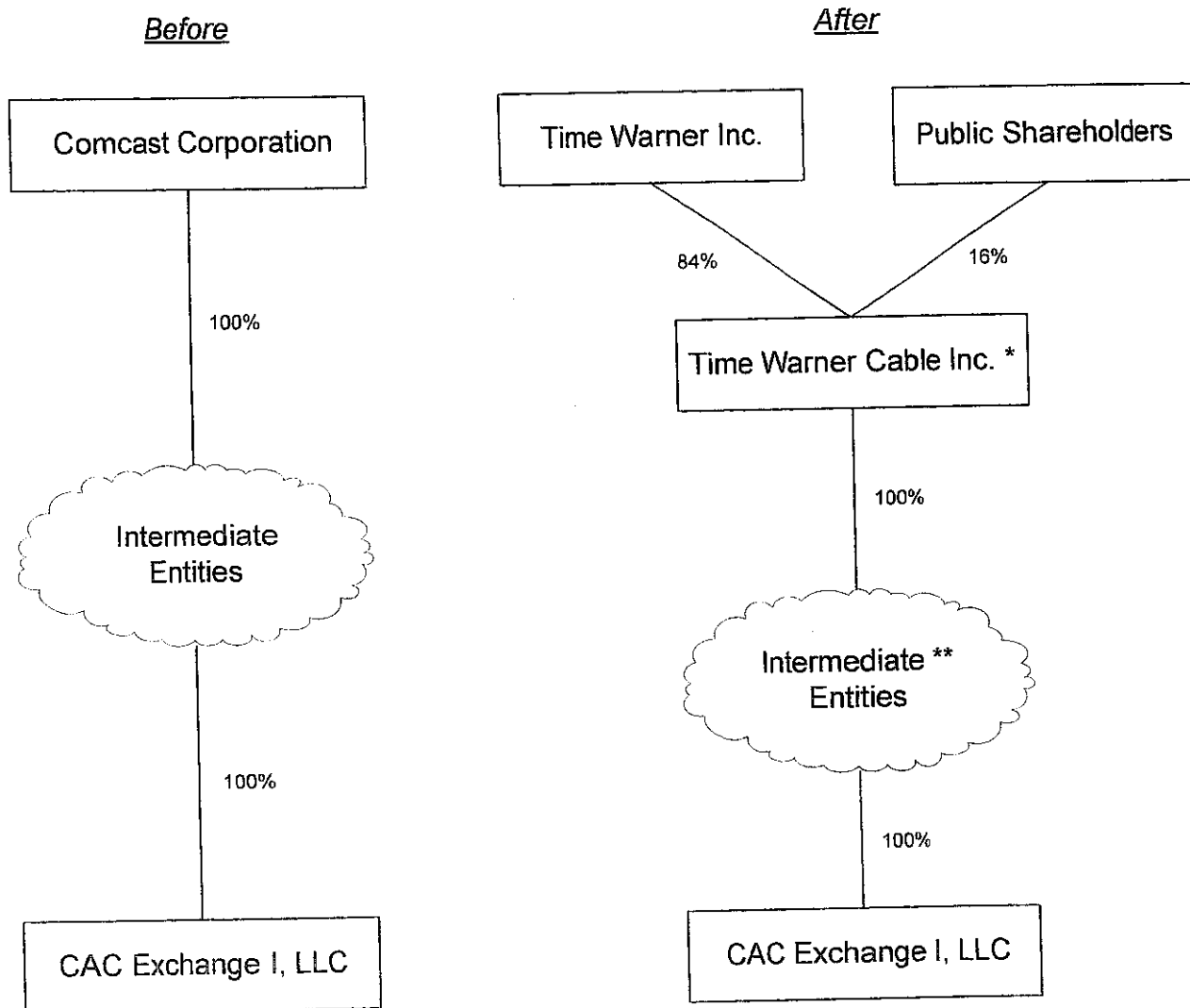


**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE I LLC**

<b>Community</b>	<b>State</b>
Westover, Borough of, PA	PA
Wetmore, Township of, PA	PA
Wharton, Township of, PA	PA
Whitaker, Borough of, PA	PA
White, Township of, PA (Indiana Co.)	PA
White, Township of, PA (Cambria Co.)	PA
Wiconisco, Township of, PA	PA
Williams, Township of, PA	PA
Williamsburg, Borough of, PA	PA
Williamstown, Borough of, PA	PA
Wilmington, Township of, PA (Lawrence Co.)	PA
Wilmore, Borough of, PA	PA
Windber, Borough of, PA	PA
Winslow, Township of, PA (Clearfield Co.)	PA
Winslow, Township of, PA (Jefferson Co.)	PA
Wood, Township of, PA	PA
Woodbury, Township of, PA	PA
Woodward, Township of, PA (Clearfield Co.)	PA
Woodward, Township of, PA (Clinton Co.)	PA
Worth, Township of, PA	PA
Worthington, Borough of, PA	PA
Worthville, Borough of, PA	PA
Wyoming, Borough of, PA	PA
Wysox, Township of, PA	PA
Yatesville, Borough of, PA	PA
York Springs, Borough of, PA	PA
Young, Township of, PA	PA
Bruceton Mills, Town of, WV	WV
Fairmont, City of, WV	WV
Grafton, City of, WV	WV
Granville, Town of, WV	WV
Marion, County of, WV	WV
Monongah, Town of, WV	WV
Monongalia, County of, WV	WV
Morgantown, City of, WV	WV
Preston, County of, WV (Mt. Summit, PA Headend)	WV
Preston, County of, WV (Rowlesburg, WV Headend)	WV
Rivesville, Town of, WV	WV
Rowlesburg, Town of, WV	WV
Star City, Town of, WV	WV
Taylor, County of, WV	WV
Westover, City of, WV	WV
White Hall, Town of, WV	WV
Worthington, Town of, WV	WV

# EXCHANGE TRANSACTION

## CAC Exchange I, LLC



\* Upon contemporaneous redemption of Comcast interests held in FCC-mandated trust.

\*\* A minority non-voting equity interest in an intermediate subsidiary is held by an entity under common control with Time Warner Cable Inc.

**EXCHANGE TRANSACTION  
CAC EXCHANGE I, LLC**

<b>Community</b>	<b>State</b>
Agoura Hills, City of, CA	CA
Anaheim, City of, CA	CA
Beaumont, City of, CA	CA
Beverly Hills, City of, CA	CA
Bradbury, City of, CA	CA
Brea, City of, CA	CA
Calabasas, City of, CA	CA
Calimesa, City of, CA	CA
Camarillo, City of, CA (West-Televents)	CA
Chino Hills, City of, CA	CA
Chino, City of, CA	CA
Colton, City of, CA	CA
Diamond Bar, City of, CA	CA
Fillmore, City of, CA	CA
Glendora, City of, CA	CA
Hemet, City of, CA	CA
Hermosa Beach, City of, CA	CA
Highland, City of, CA	CA
La Habra Heights, City of, CA	CA
La Habra, City of, CA	CA
La Verne, City of, CA	CA
Loma Linda, City of, CA	CA
Los Angeles, City of, CA (Area C - E. San Fernando Valley)	CA
Los Angeles, City of, CA (Area F - West LA)	CA
Los Angeles, City of, CA (Area G - Valley)	CA
Los Angeles, City of, CA (Area H - Eagle Rock)	CA
Los Angeles, County of, CA (Agoura/Calabasas)	CA
Los Angeles, County of, CA (Glendora/Covina)	CA
Los Angeles, County of, CA (La Habra Heights; Brea)	CA
Los Angeles, County of, CA (Marina Del Rey)	CA
Los Angeles, County of, CA (Rowland Heights)	CA
Manhattan Beach, City of, CA	CA
March Air Force Base, CA (Riverside County)	CA
Marine Air Ground Task Force Training Command (Twenty Nine Palms)	CA
Monrovia, City of, CA	CA
Moorpark, City of, CA	CA
Moreno Valley, City of, CA	CA
Murrieta, City of, CA	CA
Ojai, City of, CA	CA
Orange, County of, CA	CA
Perris, City of, CA	CA
Pomona, City of, CA	CA
Redlands, City of, CA	CA
Rialto, City of, CA	CA
Riverside, County of, CA	CA
San Bernardino, City of, CA (Century-TCI)	CA
San Bernardino, County of, CA (Chino)	CA
San Bernardino, County of, CA (Muscoy/Rialto/Mentone)	CA

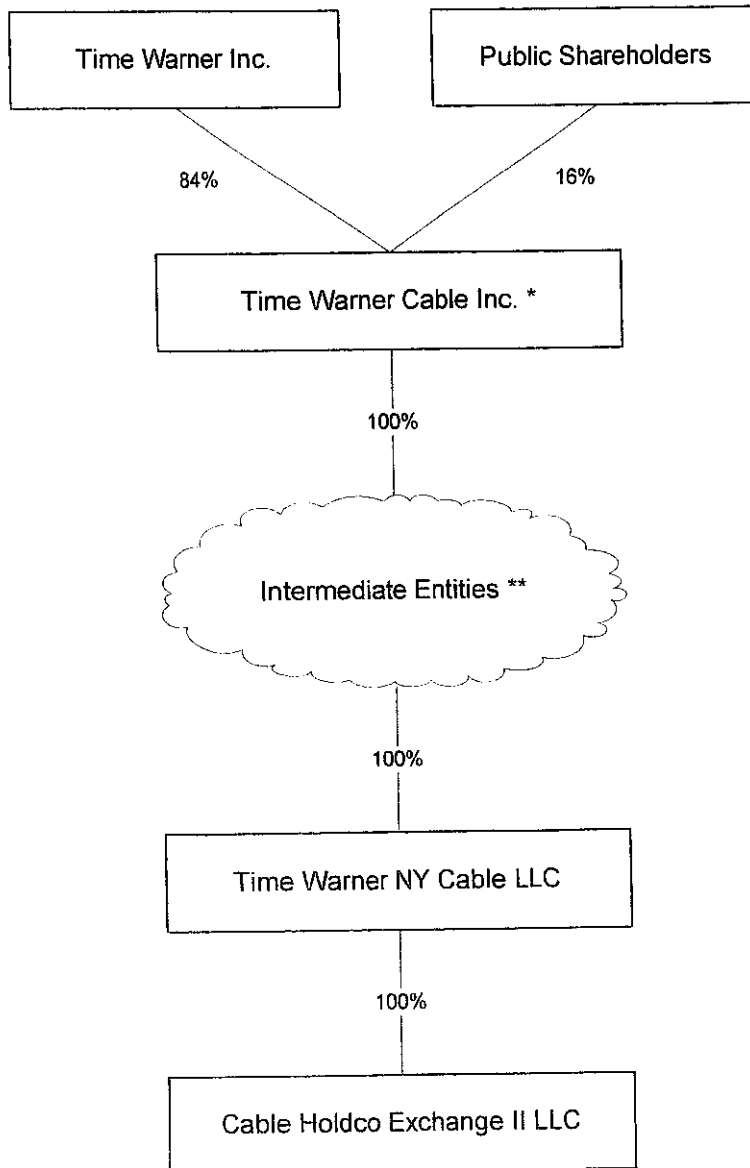
**EXCHANGE TRANSACTION  
CAC EXCHANGE I, LLC**

<b>Community</b>	<b>State</b>
San Bernardino, County of, CA (Yucca Valley)	CA
San Dimas, City of, CA	CA
San Jacinto, City of, CA	CA
Santa Monica, City of, CA	CA
Santa Paula, City of, CA	CA
Temecula, City of, CA	CA
Thousand Oaks, City of, CA	CA
Twentynine Palms, City of, CA	CA
Ventura, City of, CA (aka City of San Buenaventura)	CA
Ventura, County of, CA (Bell Canyon)	CA
Ventura, County of, CA (Camarillo I)	CA
Ventura, County of, CA (Camarillo II)	CA
Ventura, County of, CA (East Ventura)	CA
Ventura, County of, CA (Fillmore/Piru)	CA
Ventura, County of, CA (Oak Park/Agoura)	CA
Ventura, County of, CA (Ojai)	CA
Ventura, County of, CA (Santa Paula)	CA
Ventura, County of, CA (Thousand Oaks)	CA
Villa Park, City of, CA	CA
West Hollywood, City of, CA	CA
Westlake Village, City of, CA	CA
Yorba Linda, City of, CA	CA
Yucaipa, City of, CA	CA
Yucca Valley, Town of, CA	CA

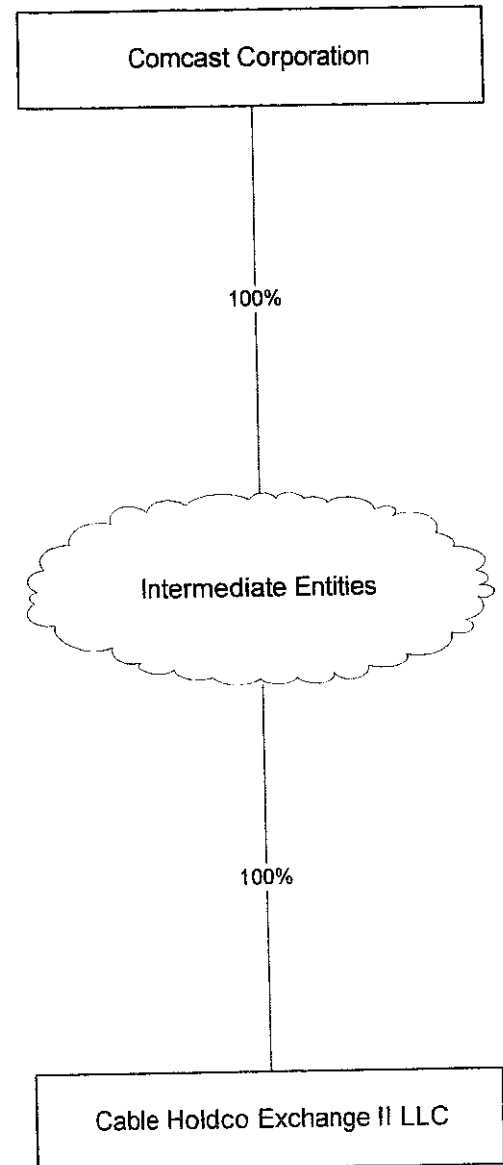
# **EXHIBIT I(A)(2)**

# Exchange Transaction Cable Holdco Exchange II LLC

Before



After



\* Upon contemporaneous redemption of Comcast interests held in FCC-mandated trust.

\*\* A minority non-voting equity interest in an intermediate subsidiary is held by an entity under common control with Time Warner Cable Inc.

**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE II LLC**

<b>Community</b>	<b>State</b>
Archer, City of, FL	FL
Atlantis, City of, FL	FL
Belle Glade, City of, FL	FL
Boca Raton, City of, FL	FL
Boca Raton, City of, FL	FL
Boca Teeca C/O Boca Raton	FL
Boynton Beach, City of, FL	FL
Boynton Beach, City of, FL	FL
Boynton Beach, City of, FL (Leadership)	FL
Brevard, County of, FL (Unicorp. Mims & Scottsmoor)	FL
Citrus, County of FL (Mickelson)	FL
Citrus, County of, FL (Telesat)	FL
Clewiston, City of, FL	FL
Cloud Lake, Town of, FL	FL
Delray Beach, City of, FL (National)	FL
Delray Beach, City of, FL (ACP LP)	FL
Dunnellon, City of, FL	FL
Fort Pierce, City of, FL	FL
Glades, County of, FL	FL
Glenridge, Town of, FL	FL
Golf, Village of, FL	FL
Greenacres, City of, FL	FL
Greenacres, City of, FL	FL
Gulf Stream, Town of, FL	FL
Haverhill, Town of, FL	FL
Haverhill, Town of, FL	FL
Hendry, County of, FL	FL
Highland Beach, Town of, FL	FL
Hillsborough, County of, FL	FL
Inglis, Town of, FL	FL
Inverness, City of, FL	FL
Juno Beach, Town of, FL	FL
Jupiter Inlet Colony, FL	FL
Jupiter Island, Town of, FL	FL
Jupiter, Town of (I), FL	FL
Jupiter, Town of (It), FL	FL
Lake Park, Town of, FL	FL
Levy, County of, FL	FL
Manalapan, Town of, FL	FL
Mangonia Park, Town of, FL	FL
Marion, County of, FL	FL
Martin, County of, FL (I)	FL
Moore Haven, City of, FL	FL
Nassau, County of, FL	FL
North Palm Beach, Village of, FL	FL
Ocean Breeze Park, Town of, FL	FL
Ocean Ridge, Town of, FL	FL
Okeechobee, City of, FL	FL

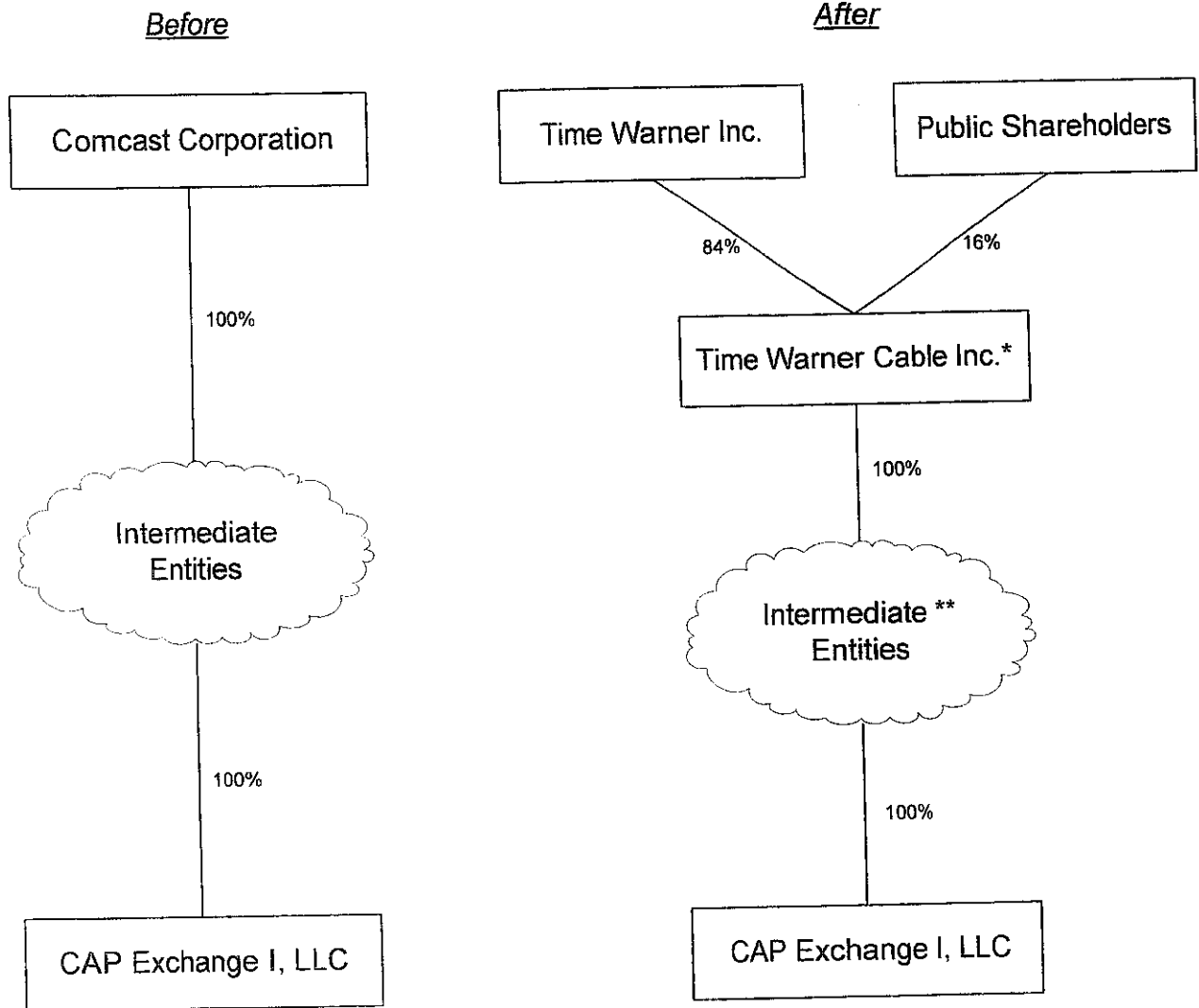
**EXCHANGE TRANSACTION  
CABLE HOLDCO EXCHANGE II LLC**

<b>Community</b>	<b>State</b>
Okeechobee, County of, FL	FL
Orange, County of, FL	FL
Osceola, County of, FL	FL
Pahokee, City of, FL	FL
Palm Beach Gardens, City of, FL	FL
Palm Beach Shores, Town of, FL	FL
Palm Beach, County of (Boca Raton)	FL
Palm Beach, County of (Lake Park)	FL
Palm Beach, County of (NE - West Palm Beach)	FL
Palm Beach, County of, FL (Belle Glade)	FL
Palm Beach, County of, FL (Delray Beach)	FL
Palm Beach, County of, FL (West Boca)	FL
Palm Beach, County of, FL (West Palm Beach)	FL
Palm Beach, Town of, FL	FL
Palm Springs, Village of, FL	FL
Palm Springs, Village of, FL	FL
Palm Springs, Village of, FL	FL
Polk, County of, FL	FL
Port St. Lucie, City of, FL	FL
Riviera Beach, City of, FL (SE FL Cable)	FL
Riviera Beach, City of, FL (WPB)	FL
Royal Palm Beach, Village of, FL	FL
Sewalls Point, Town of, FL	FL
South Bay, City of, FL	FL
South Palm Beach, Town of, FL	FL
St. Lucie, County of, FL	FL
Stuart, City of, FL	FL
Tequesta, Village of, FL	FL
Trenton, City of, FL	FL
Wellington, Village of, FL	FL
West Palm Beach, City of, FL	FL
Williston, City of, FL	FL
Yankeetown, Town of, FL	FL
Brunswick, City of, GA	GA
Glynn, County of, GA	GA



# EXCHANGE TRANSACTION

## CAP Exchange I, LLC



\* Upon contemporaneous redemption of Comcast interests held in FCC-mandated trust.

\*\* A minority non-voting equity interest in an intermediate subsidiary is held by an entity under common control with Time Warner Cable Inc.